



Convocation

of the General Meeting
of Shareholders

ASR Nederland N.V.

20 May 2026

ASR Nederland N.V. ('a.s.r.') invites its shareholders and other entitled parties to attend the Annual General Meeting (hereinafter referred to as the 'General Meeting'). The General Meeting will be held on Wednesday 20 May 2026 at 10.00 CET at the offices of a.s.r., Archimedeslaan 10, 3584 BA Utrecht, the Netherlands

Agenda General Meeting 2026

1. Opening
2. **2025 Annual Report**
 - a. For discussion: 2025 Annual Report (including the sustainability report)
 - b. For discussion: report of the Supervisory Board
 - c. For discussion: corporate governance
 - d. For advisory vote: 2025 remuneration report
3. **2025 Financial statements and dividend**
 - a. For vote: proposal to adopt the financial statements for the 2025 financial year
 - b. For discussion: explanation of the reserve and dividend policy
 - c. For vote: proposal to pay dividend
4. **Discharge**
 - a. For vote: proposal to grant discharge to the members of the Executive Board for the 2025 financial year
 - b. For vote: proposal to grant discharge to the members of the Supervisory Board for the 2025 financial year
5. **Extension of the authorisations of the Executive Board**
 - a. For vote: proposal to extend the authorisation of the Executive Board to issue ordinary shares and/or to grant rights to subscribe for ordinary shares
 - b. For vote: proposal to extend the authorisation of the Executive Board to restrict or exclude statutory pre-emptive rights
 - c. For vote: proposal to authorise the Executive Board to acquire the company's own shares
6. **Cancellation of shares**
 - a. For vote: proposal to cancel shares held by a.s.r.
7. **Composition of the Executive Board**
 - a. For discussion: the intention of the Supervisory Board to reappoint Ingrid de Swart as a member of the Executive Board and to appoint her as CEO and chair of the Executive Board and the Management Board
8. **Composition of the Supervisory Board**
 - a. For vote: opportunity for the General Meeting to make recommendations to the Supervisory Board
 - b. For discussion: notice of the nomination by the Supervisory Board for the appointment of Marco Keim and the reappointment of Sonja Barendregt as members of the Supervisory Board
 - c. For vote: proposal to appoint Marco Keim as member of the Supervisory Board
 - d. For vote: proposal to reappoint Sonja Barendregt as member of the Supervisory Board
9. **Questions before closing**
10. **Close**

Explanatory notes to the agenda

1. Opening

The General Meeting will be opened by the chair of the Supervisory Board, Joop Wijn.

2. 2025 Annual Report

a. 2025 Annual Report (for discussion)

Jos Baeten, chair of the Executive Board and Management Board, presents the management report (including the sustainability report and the Risk Management Statement (VOR)) and the results for 2025, as described in the 2025 Annual Report.

b. Report of the Supervisory Board (for discussion)

Joop Wijn, chair of the Supervisory Board, outlines the report of the Supervisory Board, as included in section 5.2 of the 2025 Annual Report.

c. Corporate Governance (for discussion)

This agenda item concerns the key elements of the corporate governance structure, including the changes in the composition of the Executive Board and the Management Board, and compliance with the Dutch Corporate Governance Code (see chapter 5 of the 2025 Annual Report).

d. Remuneration report 2025 (for advisory vote)

The remuneration report, section 5.3 of the 2025 Annual Report, describes the implementation of the remuneration policy in 2025 for the Executive Board and the Supervisory Board. This report will be explained by Gisella Eikelenboom, chair of the Remuneration Committee.

The current remuneration policy entered into force on 1 July 2023 and, with this policy, a.s.r. complies with the requirements of the revised Shareholders Rights Directive (as implemented in Dutch legislation). In accordance with these rules, the part of the report that concerns the implementation of the remuneration policy in the 2025 financial year is submitted to the General Meeting for an advisory vote.

3. Financial Statements 2025 and dividend

a. Proposal to adopt the financial statements for the 2025 financial year (for vote)

It is proposed that the financial statements of a.s.r. for the financial year 2025 be adopted. The financial statements are included in chapter 7 of the 2025 Annual Report. KPMG Accountants N.V., the external auditor which has audited the 2025 financial statements, will present the key findings of the audit and answer any questions.

b. Explanation of the reserve and dividend policy (for discussion)

a.s.r. has formulated its policy on retained earnings and dividends in line with its current strategy. a.s.r. aims to pay a dividend that represents sustainable long term value for its shareholders. a.s.r. has a dividend policy with a progressive dividend that is expected to grow annually with a 'mid to high' single digit figure up to and including 2026. After this period, annual dividend growth is expected to 'normalise' to a 'low to mid' single digit figure from 2027 onwards.

Following publication of the half year figures, a.s.r. in principle pays an interim dividend set at 40% of the total dividend for the previous year. The policy on retained earnings and dividends is determined by the Executive Board, subject to the approval of the Supervisory Board, and is published on the website www.asrnederland.nl.

c. Proposal to pay dividend (for vote)

The Executive Board, with the approval of the Supervisory Board, proposes to pay a regular dividend for the 2025 financial year of € 3.41 per share in cash (2024: € 3.12).

On 1 September 2025, a regular interim dividend of € 1.27 per share was already paid, in line with the dividend policy. After deduction of this regular interim dividend of € 1.27 per share, a final dividend of € 2.14 per share remains.

4. Discharge

a. Proposal to grant discharge to the members of the Executive Board for the 2025 financial year (for vote)

It is proposed that the members of the Executive Board be granted discharge for the performance of their duties in the 2025 financial year, to the extent that such performance is evident from the 2025 Annual Report or from information otherwise provided to the General Meeting.

b. Proposal to grant discharge to the members of the Supervisory Board for the 2025 financial year (for vote)

It is proposed that the members of the Supervisory Board be granted discharge for the performance of their duties in the 2025 financial year, to the extent that such performance is evident from the 2025 Annual Report or from information otherwise provided to the General Meeting.

5. Extension of the authorisations of the Executive Board

On 21 May 2025, the General Meeting granted the Executive Board authorisation, subject to the approval of the Supervisory Board, to issue ordinary shares or to grant rights to subscribe for ordinary shares, to restrict or exclude pre-emptive rights in respect of the issue of ordinary shares or the granting of rights to subscribe for ordinary shares, and to acquire by the company ordinary shares in the capital of the company, in each case for a period of 18 months. The extension of these authorisations relating to the issue of shares and pre-emptive rights is permitted by law for a maximum period of five years; however, this year it is again proposed to extend these authorisations to a maximum 18 months after the date of this General Meeting.

a. Proposal to extend the authorisation of the Executive Board to issue ordinary shares and/or to grant rights to subscribe for ordinary shares (for vote)

It is proposed to extend the authorisation of the Executive Board, up to and including 19 November 2027, i.e. for a period of 18 months after 20 May 2026, to issue ordinary shares in the capital of the company and/or to grant rights to subscribe for ordinary shares in the capital of the company, subject to the approval of the Supervisory Board. This authorisation will be limited to 10% of the issued share capital as at 20 May 2026 and will not be used to distribute dividend in the form of shares.

b. Proposal to extend the authorisation of the Executive Board to restrict or exclude statutory pre-emptive rights (for vote)

It is proposed to extend the authorisation of the Executive Board, up to and including 19 November 2027, i.e. for a period of 18 months after 20 May 2026, to restrict or exclude the pre-emptive rights of shareholders when ordinary shares are issued and/or rights to subscribe for ordinary shares are granted pursuant to the authorisation requested under agenda item 5a, subject to the approval of the Supervisory Board.

c. Proposal to authorise the Executive Board to acquire ordinary shares in the company's own capital (for vote)

It is proposed to authorise the Executive Board, for a period of 18 months after 20 May 2026, i.e. up to and including 19 November 2027, to acquire, otherwise than for no consideration, fully paid up shares (and/or depositary receipts thereof) in the capital of the company, in any manner, including by means of derivatives, stock exchange transactions, private transactions, block trades or otherwise, up to a maximum of 10% of the issued share capital as at 20 May 2026, at a price between the nominal value of the shares concerned and 10% above the average closing price of the a.s.r. shares on Euronext Amsterdam over the five trading days preceding the date of the agreement for the acquisition of the said shares. The proposed authorisation will replace the authorisation granted to the Executive Board on 21 May 2025.

6. Cancellation of shares

a. Proposal to cancel shares held by a.s.r. (for vote)

On the proposal of the Executive Board and subject to the approval of the Supervisory Board, it is proposed that the company cancel fully paid-up ordinary shares in the company's own share capital held or to be acquired by a.s.r.

This cancellation is proposed to provide flexibility and efficiency in the management of own shares in a.s.r.'s capital, considering existing and future legal requirements relating to such cancellation and to a.s.r.'s share capital.

The proposed cancellation will be limited to 10% of the issued share capital of a.s.r. as at 20 May 2026 and will only be permitted for a period of 18 months after 20 May 2026, i.e. up to and including 19 November 2027. The proposed cancellation may be executed in one or more tranches.

The number of fully paid-up ordinary shares to be cancelled (whether in tranches or not) will be determined by the Executive Board.

By adopting this resolution, the Executive Board will also be authorised to implement the cancellation resolution (whether in tranches or not) in accordance with the conditions described above.

7. Composition of the Executive Board

a. Intention of the Supervisory Board to reappoint Ingrid de Swart as member of the Executive Board and to appoint her as CEO and chair of the Executive Board and the Management Board (for discussion)

This agenda item concerns the intention of the Supervisory Board to reappoint Ingrid de Swart as member of the Executive Board and to appoint her as CEO and chair of the Executive Board and the Management Board, in accordance with article 17.1 of the Articles of Association of a.s.r. The Supervisory Board intends to reappoint Ingrid de Swart for a period of four years as from the end of this General Meeting (ending at the close of the annual General Meeting in 2030). The Works Council has issued a positive advice regarding the intended reappointment. This advice is included as a meeting document for this General Meeting.

The curriculum vitae of Ingrid de Swart, the motivation for the nomination and a summary of the terms of the services agreement form part of the meeting documents for the General Meeting.

8. Composition of the Supervisory Board

a. Opportunity to make recommendations to the Supervisory Board (for vote)

In accordance with article 22.5 of the Articles of Association of a.s.r., the General Meeting is given the opportunity, with due observance of the existing profile of the Supervisory Board, the applicable laws and regulations and, with regard to the replacement of Lard Friese, the Relationship Agreement between a.s.r. and Aegon, to make recommendations to the Supervisory Board in connection with the nominations referred to under agenda item 8b. If such a recommendation is made, it will be put to a vote. If no recommendation is made, no vote will be taken on this agenda item.

b. Notice of the nomination by the Supervisory Board for the appointment of Marco Keim and the reappointment of Sonja Barendregt as members of the Supervisory Board (for discussion)

The Supervisory Board has drawn up a profile which ensures that it can at all times perform its duties and responsibilities, considering an appropriate combination of experience, expertise, diversity and independence among its members. The profile forms part of the meeting documents for the General Meeting.

As announced in the press release dated 10 December 2025, Lard Friese has decided to step down as member of the Supervisory Board in order to fully focus on his duties at Aegon Ltd. Lard Friese will step down as member of the Supervisory Board and member of the Audit & Risk Committee at the end of this General Meeting. In accordance with the Relationship Agreement between a.s.r. and Aegon, Aegon has designated Marco Keim to replace Lard Friese. Marco Keim meets the requirements of the Supervisory Board profile, particularly given his extensive experience as CEO in the financial sector with a background as a chartered accountant, and his various supervisory roles. He has in depth knowledge of insurance and pension products, the insurance sector and the markets in which a.s.r. operates. In addition, he has broad experience in setting up and assessing administrative organisations, internal control, compliance and risk management.

In accordance with article 22.4 of the Articles of Association of a.s.r., the Supervisory Board nominates Marco Keim for appointment as member of the Supervisory Board. This nomination is also supported by the Executive Board and the Management Board. The Supervisory Board has requested the Works Council to determine a position regarding the nomination. The Works Council's positive position is included as a meeting document for this General Meeting. The Works Council has decided not to explain its position during the General Meeting. De Nederlandsche Bank (DNB) has approved the intended appointment.

The curriculum vitae and the motivation for the nomination are included as meeting documents for the General Meeting.

Marco Keim will, following his appointment by the General Meeting, also be appointed as member of the Audit & Risk Committee.

Sonja Barendregt was appointed as member of the Supervisory Board and member of the Audit & Risk Committee on 31 May 2018. Since 20 May 2020, she has been chair of the Audit & Risk Committee. In accordance with the rotation schedule, her current (second) term ends at the close of this General Meeting.

Sonja Barendregt meets the requirements of the Supervisory Board profile, in particular with regard to her expertise in finance, audit, risk, compliance and the partial internal model. With a view, among other things, to stability and continuity, the Supervisory Board wishes to nominate Sonja Barendregt for reappointment as member of the Supervisory Board for a term of two years. In accordance with article 22.4 of the Articles of Association of a.s.r., the Supervisory Board nominates Sonja Barendregt for reappointment as member of the Supervisory Board. This nomination is also supported by the Executive Board and the Management Board. The Supervisory Board has requested the Works Council to determine a position regarding the nomination. The Works Council's positive position is included as a meeting document for this General Meeting. The Works Council has decided not to explain its position during the General Meeting.

The curriculum vitae and the motivation for the nomination are included as meeting documents for the General Meeting. Sonja Barendregt is considered independent within the meaning of the Dutch Corporate Governance Code.

Following her reappointment by the General Meeting, Sonja Barendregt will also be reappointed as chair of the Audit & Risk Committee.

In accordance with the remuneration structure of the Supervisory Board, a member of the Supervisory Board receives a fixed fee. For more information on the remuneration of the members of the Supervisory Board, reference is made to section 5.3 of the 2025 Annual Report.

c. Proposal to appoint Marco Keim as member of the Supervisory Board (for vote)

Subject to the Supervisory Board's consideration of any recommendation that may be made under agenda item 8a, the Supervisory Board nominates, in accordance with article 22.4 of the Articles of Association of a.s.r., Marco Keim for appointment as member of the Supervisory Board with effect from the close of the General Meeting for a term ending on 4 July 2028, in line with the arrangements set out in article 4 of the aforementioned Relationship Agreement.

d. Proposal to reappoint Sonja Barendregt as member of the Supervisory Board (for vote)

Subject to the Supervisory Board's consideration of any recommendation that may be made under agenda item 8a, the Supervisory Board nominates, in accordance with article 22.4 of the Articles of Association of a.s.r., Sonja Barendregt for reappointment as member of the Supervisory Board for a term ending at the close of the General Meeting in 2028.

9. Questions before closing

10. Close

General information Meeting Documents

The convocation, including the agenda and explanatory notes, the 2025 Annual Report (including the financial statements) and the other meeting documents are available at www.asrnederland.nl and at the offices of a.s.r. If you wish to receive the meeting documents, you can request them by sending an e mail to: ava@asrnederland.nl.

a.s.r. will hold the General Meeting on 20 May 2026 at its offices, but shareholders may also choose to participate actively in the General Meeting virtually. Shareholders who have indicated in advance that they wish to participate actively in the General Meeting virtually will be able to speak and ask questions virtually. Another option is to follow the General Meeting by webcast; in that case, it is not possible to ask questions during the meeting. A further explanation of the options and registration process is set out below.

Record Date

Shareholders may attend and vote at the General Meeting if on 22 April 2026, after processing all debit and credit entries as at that date (the 'Record Date'), they are registered as shareholder of a.s.r. in a.s.r.'s shareholders register or in the register maintained by the relevant intermediary.

Attendance in person

Shareholders who are entitled to attend the General Meeting and wish to attend the meeting in person must register in the period from 23 April up to and including 13 May 2026 by 17.00 CET via www.abnamro.com/evoting or via the intermediary with whom the shareholder is registered as shareholder of a.s.r. (the 'Intermediary'). The Intermediary must provide ABN AMRO Bank N.V. via www.abnamro.com/intermediary with a statement no later than 14 May 2026 at 13.00 CET, specifying the number of shares held by the shareholder concerned on the Record Date and their registration for attendance. When registering, the Intermediary is also requested to provide the full address details of the shareholder concerned in order to enable an efficient verification of share ownership as at the Record Date. Via ABN AMRO Bank N.V., shareholders will receive a registration certificate which serves as an admission ticket to the meeting.

Virtual participation

Shareholders who are entitled to attend the General Meeting may also choose to attend the meeting virtually. Shareholders attending the meeting virtually cannot cast a (live) vote during the (hybrid) General Meeting; in order to exercise voting rights in that case, shareholders may grant a proxy as described below. Shareholders who attend the General Meeting virtually will not be counted for the purposes of the share capital present or the number of votes cast, unless they grant such a proxy.

Shareholders who wish to participate actively virtually in the General Meeting can indicate this during the registration period, from 23 April up to and including 13 May 2026, by sending an e mail to ava@asrnederland.nl. These shareholders will then receive personalised login details for the General Meeting and will have the opportunity to speak and ask questions during the meeting.

Electronic proxy

Shareholders who do not attend the meeting may grant an electronic proxy with voting instructions via www.abnamro.com/evoting or via their Intermediary. This is possible up to and including 13 May 2026 by 17.00 CET. The proxy with voting instructions will then be granted to Mr P.C.S. van der Bijl, civil law notary at NautaDutilh N.V. (or another (junior) civil law notary employed by NautaDutilh N.V.), with the instruction to vote on behalf of the shareholder in accordance with the voting instructions.

Participation by (written) proxy

Shareholders who are entitled to attend the General Meeting but are unable to attend the meeting in person may also choose to grant a proxy to a third party to represent them at the General Meeting and vote on their behalf. Shareholders who wish to grant a proxy may indicate this during the registration period, from 23 April up to and including 13 May 2026 by 17.00 CET, via www.abnamro.com/evoting or via their Intermediary. A written proxy form is available on www.asrnederland.nl, including further instructions.

Arrival at the venue and registration

Registration for admission to the General Meeting will take place on Wednesday 20 May 2026 between 09.30 and the start of the meeting at 10.00 CET. After this time, registration will no longer be possible. A valid registration certificate must be presented upon arrival and shareholders are requested to bring a valid identity document. Proxies must also present a copy of their proxy form. As noted above, it is not possible to cast a vote virtually during the (hybrid) General Meeting.

Other entitled attendees

This general information regarding the General Meeting, including the procedure for attendance and registration for the General Meeting (in person or virtually), applies mutatis mutandis to those who, other than as shareholder, have a statutory right to attend the General Meeting.

Language/Webcast

The meeting will be conducted in Dutch. The full General Meeting can be followed live by webcast on 20 May 2026 (in both Dutch and English) www.asrnederland.nl/investor-relations/aandeelhouders.

Contact details

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